

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOX THEATRE, INC.**

**ARTICLE ONE
NAME**

The name of the corporation is:

Fox Theatre, Inc.

**ARTICLE TWO
PERPETUAL DURATION**

The corporation shall have perpetual duration.

**ARTICLE THREE
NONPROFIT CORPORATION AND CHARITABLE PURPOSES**

The corporation is a nonprofit corporation organized under the provisions of the Georgia Nonprofit Corporation Code, as amended (the "Nonprofit Code"). It shall be operated at all times exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any applicable future United States internal revenue law (collectively, the "Internal Revenue Code"). In furtherance of such purposes, the corporation shall have full power and authority to:

(a) undertake to preserve, restore and maintain, or have preserved, restored or maintained, the property located at 660 Peachtree Street NE, Atlanta, Georgia 30308, all buildings and structures located thereon and all surrounding areas that, in the opinion of the Board of Directors of the corporation (the "Board"), are reasonably related thereto (collectively, the "Theatre");

(b) disseminate information and knowledge about the Theatre and foster, encourage and develop a better general understanding, recognition and appreciation of the beauty, value and significance of the Theatre as well as the accomplishments of those who assisted in its creation or development so that the lives of present and future generations may be enriched;

(c) engage in such other charitable programs and activities and to make distributions for such other charitable, religious, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code, as the Board may determine from time to time; and

(d) perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Nonprofit Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR TAX-EXEMPT NONPROFIT CORPORATION

4.1 No Financial Profit. The corporation shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or any other private individual except that the corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

4.2 No Substantial Lobbying or Political Campaigning. The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to the extent that would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

4.3 No Other Non-Exempt Activities. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

4.4 Intent to Retain Exempt Status. It is intended that the corporation shall continue to have the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE BOARD OF DIRECTORS

The full authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE SIX MEMBERS

The corporation shall not have members within the meaning of Section 14-3-140 of the Nonprofit Code.

ARTICLE SEVEN DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, the Board shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets to one or more organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the

corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the corporation is Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Fulton County, Georgia, 30309. The registered agent of the corporation at such address is Jason W. Goode.

ARTICLE NINE PRINCIPAL OFFICE

The mailing address of the principal office of the corporation is 660 Peachtree Street NE, Atlanta, Georgia, 30308.

ARTICLE TEN LIMITATION OF DIRECTOR LIABILITY

11.1 Limitation of Liability. No person who is serving or who has served as a director shall have any liability to the corporation for monetary damages for any action taken, or any failure to take any action, as a director; provided that this provision shall not eliminate or limit the liability of any such person (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Nonprofit Code; or (iv) for any transaction from which such person received an improper personal benefit. The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Articles of Incorporation and the Bylaws of the corporation.

11.2 Repeal or Modifications. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

11.3 Subsequent Nonprofit Code Amendments. If the Nonprofit Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Code or the amended Georgia Business Corporation Code, as appropriate.

11.4 Severability. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable, and shall remain enforceable to the fullest extent permitted by law.

ARTICLE ELEVEN AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.